



First Union Rail Corporation  
NC5811  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

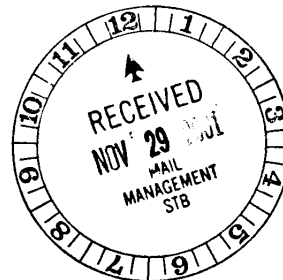
RECORDATION NO. 21815-A FILED

VIA UPS 2<sup>nd</sup> DAY AIR

November 27, 2001

NOV 29 '01 2-25 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated October 22, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21815.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Desticon Transportation, Inc.  
P.O. Box 1270  
Sumas, WA 98295

A description of the railroad equipment covered by the enclosed document is forty-nine (49) 73' Centerbeam flat cars equipped with risers, with CBRY and NOKL marks, (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Desticon Transportation, Inc., Lessee, covering forty-nine (49) 73' Centerbeam flat cars equipped with risers, with CBRY and NOKL marks, (see Exhibit A for car numbers).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulska  
Manager - Documents Administration

Enclosures

(DEST007)

ASSIGN. NO. DEST007

MEMORANDUM OF LEASE

22nd THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of October, 2001 and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Desticon Transportation, Inc. ("Lessee"), a Washington corporation.

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 7, 1998 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 1, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

Name:

Richard F. Seymour

Title:

RICHARD F. SEYMOUR

Signature:

Vice President Sales & Marketing

Name:

K. A. Dombrowski

Title:

DIRECTOR OF DOCUMENTATION

Signature:

K. A. Dombrowski

Executed on this

22nd day of October

, 2001.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

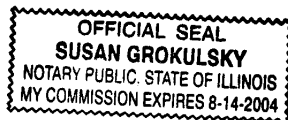
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22nd day of October, 2001.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2002  
Notary Public



RECORDATION NO. 21815-A FILED

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SURFACE TRANSPORTATION BOARD

LESSEE:

DESTICON TRANSPORTATION, INC.

ATTEST:

**TAMMY L. HOOLSEMA**  
NOTARY PUBLIC  
203, 3740 CHATHAM ST.  
RICHMOND, B.C. V7E 2Z3  
TEL: (604) 275-0070/FAX: 275-0080

Name: JADE STEVENSON  
Title: President  
Signature: [Signature]

Title: \_\_\_\_\_

Signature: [Signature]

Executed on this 10 day of OCTOBER, 2001.

[CORPORATE SEAL]

STATE OF: PROVINCE OF BC

COUNTY OF: CITY OF RICHMOND

I, Tammy L. Hoolsema, a Notary Public of the County and State  
aforesaid, certify that JADE STEVENSON personally appeared before me this day  
and acknowledged his/for due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10<sup>th</sup> day of OCTOBER, 2001.

[Signature]  
Notary Public

My Commission Expires: NO EXPIRATION

\_\_\_\_\_  
Notary Public

**TAMMY L. HOOLSEMA**  
NOTARY PUBLIC  
203, 3740 CHATHAM ST.  
RICHMOND, B.C. V7E 2Z3  
TEL: (604) 275-0070/FAX: 275-0080

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Forty-nine (49).

DESCRIPTION OF CARS: 73' Centerbeam flat cars equipped with risers.

CAR NUMBERS: CBRY001500 to CBRY 001519 incl., CBRY001521 to  
CBRY001549 incl., NOKL734181.